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October 2, 1997

Via United Parcel Overnight Delivery

Ralph F. Rothschild
Vice President, Business Affairs
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1221 Avenue of the Americas
New York, New York 10020

Confidential/Dated Material

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Dear Ralph:

[REDACTED]

Bob wants to partner with VDR. [REDACTED]

[REDACTED]

[REDACTED]

EXHIBIT

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Ralph Rothschild
October 2, 1997
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Page 3

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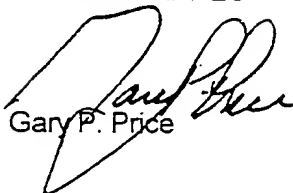
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Sincerely,

LEWIS & KAPPES


Gary P. Price

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Enclosure
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